

THIS AMENDMENT:		
_____ Passed _____	Passed as amended by _____	
_____ Failed _____	_____ Not Offered _____	_____ Withdrawn _____

GLEASON PROPOSED AMENDMENT # 4

DATE PREPARED: December 14, 2004

COMPANY: UniSource Energy Corporation

DOCKET NO. E-04230A-03-0933

OPEN MEETING DATE: December 20, 2004

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SUMMARY

Page 40, DELETE lines 5-27.

Page 41, DELETE lines 1-2. INSERT:

“As detailed in Decision No. 58024, there was plenty of suffering to go around as a result of TEP’s lack of prudence in the 1980s—creditors, shareholders and ratepayers all paid dearly for the wild ride. Although TEP has been nursed back to health over the past decade, there is much left to be accomplished to fully restore TEP to financial health and investment grade status. The Merger and its resulting capital infusion to TEP and the numerous financial and protective covenants go a long way toward accomplishing that goal and putting to rest once and for all the mismanagement of the Company in the 1980s. Restoration of the financial health of TEP presents a benefit to its customers. The numerous Conditions and testimonial commitments of the Applicant and the Investors are designed to ensure the transaction will not impair the financial status of the utilities, their ability to attract capital at fair and reasonable terms, nor their ability to provide safe, reasonable and adequate service. Finally, the commitment of UniSource to fund \$12.5 million for Commission approved uses, such as programs for low-income assistance, demand side management, and weatherization programs and fund in excess of its levels of historical giving, \$2.5 million cash expenditures for charitable and community corporate giving between 2005 and 2008 provide a significant and public interest to ratepayers over and above the improved strength of the utilities.

Based on the evidence presented and the conditions set forth in this Order, the proposed reorganization is in the public interest.”

Make all confirming changes.